

B6A (Official Form 6A) (12/07)

In re **Sonrisa Properties, Ltd.**Case No. **10-80012-G3-11**
(if known)**AMENDED 1/14/2010**
SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property		Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
<p>22.97 acres, League City, TX Property is cross-collateralized with 97.5 acres owned by Sonrisa Realty Partners, Ltd. pursuant to a deed of trust and note held by Compass Bank. The entire acreage owned by both entities forms the basis for the \$8,200,000.00 indebtedness to Compass Bank.</p>	Fee Simple		\$21,000,000.00	\$8,200,000.00

Total: **\$21,000,000.00**
(Report also on Summary of Schedules)

B6B (Official Form 6B) (12/07)

In re **Sonrisa Properties, Ltd.**Case No. **10-80012-G3-11**
(if known)**AMENDED 1/14/2010**
SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.		Sterling Bank #5134	\$18,818.90
		Compass Bank #6248	\$0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		

B6B (Official Form 6B) (12/07) -- Cont.

In re **Sonrisa Properties, Ltd.**Case No. **10-80012-G3-11**
(if known)**AMENDED 1/14/2010**
SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X		
14. Interests in partnerships or joint ventures. Itemize.		99% Interest in HSM/Sonrisa, Ltd	\$500,000.00
		66.67% HSM Bay Colony, Ltd.	\$0.00
		4.5% Sonrisa Realty Partners, Ltd. filed chapter 11 #10-80026-G3	Unknown
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.	X		
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		

B6B (Official Form 6B) (12/07) -- Cont.

In re **Sonrisa Properties, Ltd.**Case No. **10-80012-G3-11**
(if known)**AMENDED 1/14/2010**
SCHEDULE B - PERSONAL PROPERTY*Continuation Sheet No. 2*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X		
22. Patents, copyrights, and other intellectual property. Give particulars.	X		
23. Licenses, franchises, and other general intangibles. Give particulars.	X		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		

B6B (Official Form 6B) (12/07) -- Cont.

In re **Sonrisa Properties, Ltd.**Case No. **10-80012-G3-11**
(if known)**AMENDED 1/14/2010**
SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2007 LS460L VIN # jthg146f275003602 Lexus Financial Services Lease expires 12/19/2010	\$0.00
26. Boats, motors, and accessories.	X		
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipment, and supplies used in business.	X		
30. Inventory.	X		
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.	X		
<div style="text-align: right;">3 continuation sheets attached</div> <div>(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)</div>			Total > \$518,818.90

B6C (Official Form 6C) (12/07)

In re **Sonrisa Properties, Ltd.**Case No. **10-80012-G3-11**
(If known)**AMENDED 1/14/2010**
SCHEDULE C - PROPERTY CLAIMED AS EXEMPTDebtor claims the exemptions to which debtor is entitled under:
(Check one box)

- ☐ 11 U.S.C. § 522(b)(2)
☐ 11 U.S.C. § 522(b)(3)

☐ Check if debtor claims a homestead exemption that exceeds
 \$136,875.

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
		\$0.00	\$0.00

B6D (Official Form 6D) (12/07)

In re **Sonrisa Properties, Ltd.**Case No. **10-80012-G3-11**

(if known)

AMENDED 1/14/2010**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: Compass Bank PO Box 4943 Houston, TX 77210	X	DATE INCURRED: 02/15/07 NATURE OF LIEN: Deed of Trust COLLATERAL: 22.97 acre tract of land, League City, Galveston C REMARKS: Perry and Austin Upper League, Abstract No. 19, of Galveston County VALUE: \$21,000,000.00				\$8,200,000.00	
ACCT #: Galveston County PO Box 1169 Galveston, TX 77553		DATE INCURRED: 2008-2009 NATURE OF LIEN: Property Taxes COLLATERAL: 22.97 acres, League City, Galveston REMARKS: VALUE: \$1,229.27				\$1,229.27	
ACCT #: Jackson Walker, LLP Rob Harlow 1401 McKinney St., Ste 1900 Houston, TX 77010		DATE INCURRED: NATURE OF LIEN: Notice Only COLLATERAL: Represents Compass Bank REMARKS: VALUE: \$0.00				Notice Only	Notice Only
ACCT #: Lexus Financial Services PO Box 2991 Mail Drop L201 Torrance, CA 90509-2991	X	DATE INCURRED: NATURE OF LIEN: Contract/Lease COLLATERAL: 2007 LS460L Vehicle Lease Expires 12/19/2010 REMARKS: 2007 LS460L Vehicle Lease Expires 12/19/2010 Contract to be Assumed				Notice Only	Notice Only
Subtotal (Total of this Page) >						\$8,201,229.27	\$0.00
Total (Use only on last page) >							

1 continuation sheets attached

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6E (Official Form 6E) (12/07)

In re **Sonrisa Properties, Ltd.**Case No. **10-80012-G3-11**
(If Known)**AMENDED 1/14/2010****SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

☐ **Administrative allowances under 11 U.S.C. Sec. 330**

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

No continuation sheets attached

B6F (Official Form 6F) (12/07)

In re **Sonrisa Properties, Ltd.**Case No. **10-80012-G3-11**

(if known)

AMENDED 1/14/2010**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: E. John Justema, PC 8080 Park Lane, Ste 740 Dallas, TX 75231		DATE INCURRED: CONSIDERATION: Attorney Fees REMARKS:				\$24,542.50
ACCT #: Greer, Herz & Adams LLP One Moody Plaza, 18th Fl Galveston, TX 77550		DATE INCURRED: CONSIDERATION: Attorney Fees REMARKS:				\$87,639.81
ACCT #: Halff Associates, Inc. PO Box 910259 Dallas, TX 75391		DATE INCURRED: CONSIDERATION: Services REMARKS: Project Costs				\$3,240.00
ACCT #: IntereDirect USA, Ltd. 1250 Wood Branch, Ste 100 Houston, TX 77079		DATE INCURRED: CONSIDERATION: Services REMARKS: Project Costs				\$3,187.50
Subtotal >						\$118,609.81
Total >						\$118,609.81

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

No continuation sheets attached

B6G (Official Form 6G) (12/07)

In re **Sonrisa Properties, Ltd.**Case No. **10-80012-G3-11**
(if known)**AMENDED 1/14/2010****SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases of contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Lexus Financial Services PO Box 2991 Mail Drop L201 Torrance, CA 90509-2991	2007 LS460L Vehicle Lease Expires 12/19/2010 Contract to be ASSUMED

B6H (Official Form 6H) (12/07)

In re **Sonrisa Properties, Ltd.**Case No. **10-80012-G3-11**
(if known)**AMENDED 1/14/2010**
SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Randal M. Hall 3027 Marina Bay Drive, Ste 220 League City, TX 77573	Compass Bank PO Box 4943 Houston, TX 77210
Randal M. Hall 3027 Marina Bay Drive, Ste 220 League City, TX 77573	Lexus Financial Services PO Box 2991 Mail Drop L201 Torrance, CA 90509-2991
Sonrisa Realty Partners, Ltd. 3027 Marina Bay Drive, Ste 220 League City, TX 77573	Compass Bank PO Box 4943 Houston, TX 77210

B6 Declaration (Official Form 6 - Declaration) (12/07)

In re **Sonrisa Properties, Ltd.**

Case No. **10-80012-G3-11**

(if known)

AMENDED 1/14/2010

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the **Sonrisa Properties, Mgmt., Inc., the GP** of the **Partnership**
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of
13 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date **01/14/2010**

Signature **/s/ Randal M. Hall, President**

Randal M. Hall, President

Sonrisa Properties, Mgmt., Inc., the GP

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

B6 Summary (Official Form 6 - Summary) (12/07)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
GALVESTON DIVISION**

In re **Sonrisa Properties, Ltd.**Case No. **10-80012-G3-11**Chapter **11****AMENDED 1/14/2010****SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$21,000,000.00		
B - Personal Property	Yes	4	\$518,818.90		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	2			
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1			
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1			
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
TOTAL		11	\$21,518,818.90	\$8,319,839.08	